

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TERRY KLEIN, derivatively on behalf of
GREEN PLAINS, INC.,

Plaintiff,

V.

CADIAN CAPITAL MANAGEMENT, LP,
CADIAN FUND LP, CADIAN MASTER
FUND LP, CADIAN GP, LLC, CADIAN
CAPITAL MANAGEMENT GP, LLC, ERIC
BANNASCH and GREEN PLAINS, INC.,

Defendants.

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: No. 1:15-CV-08145

: STIPULATION AND
: ~~PROPOSED ORDER~~

Plaintiff Terry Klein and defendants Cadian Capital Management, LP, Cadian Fund LP, Cadian Master Fund LP, Cadian GP, LLC, Cadian Capital Management GP, LLC, and Eric Bannasch (together, the “Cadian Entities”), by their respective undersigned counsel, hereby state as follows:

WHEREAS, Plaintiff filed the complaint in this action in this Court on October 15, 2015;

and

WHEREAS, the Complaint in this action alleges that the Cadian Entities engaged in short-swing trading resulting in disgorgeable profits in connection with the purchase of certain securities of Green Plains, Inc.; and

WHEREAS, another case is currently pending before this Court captioned *Greenfield v. Cadian Capital Management, LP et al.*, Case No. 1:15-CV-04478 (the “Infoblox Case”) in which a plaintiff alleges that the Cadian Entities engaged in short-swing trading in connection with the purchase of certain securities of Infoblox, Inc.; and

WHEREAS, the non-issuer defendants in the Infoblox Case are identical to the Cadian Entities named as defendants in this case and plaintiffs designated this matter as "related to" the Infoblox Case; and

WHEREAS, during a pre-motion conference held on November 6, 2015, the Court granted the Cadian Entities leave to file a motion to dismiss the complaint in the Infoblox Case, which is due to be fully submitted to the Court on or before February 5, 2016; and

WHEREAS, the parties to this case recognize that the Court's decision as to the motion to dismiss in the Infoblox Case may clarify many of the issues in this case; and

WHEREAS, the Cadian Entities and the plaintiffs in this case and the Infoblox Case agree that the two cases share one or more questions of law; and

WHEREAS, the parties acknowledge that a stay of this case pending the decision on the motion to dismiss the complaint in the Infoblox Case will serve the interests of judicial economy, and will conserve the time, money and resources of all parties;

THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel, that the proceedings in this case shall be stayed pending the Court's issuance of a decision on the Cadian Entities' motion to dismiss the complaint in the Infoblox Case.

This stay shall not alter the substantive and other procedural rights of the parties and such rights are not waived and are expressly reserved.

The Cadian Entities shall not be required to file any response to the complaint in this case until forty-five (45) days after a decision is issued on the motion to dismiss the complaint in the Infoblox Case.

Dated: New York, New York
November 13, 2015

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So Ordered:

Honorable Edgardo Ramos USDJ


Dated: New York, New York
November 13, 2015

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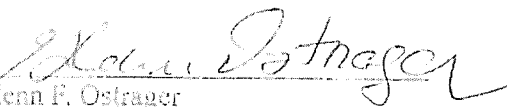
Counsel for Nominal Defendant Green Plains Inc.

So Ordered:

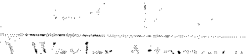

Honorable Edgardo Ramos USLJ

11/20/2015

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